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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:
PG&E CORPORATION,
-and-
PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.

Bankruptcy Case No. 19-30088 (DM)
Chapter 11
(Lead Case)
(Jointly Administered)

**JOINDER OF TOPAZ SOLAR FARMS LLC
TO NEXTERA'S MOTION FOR LIMITED
RELIEF FROM STAY TO PARTICIPATE
IN APPELLATE PROCEEDINGS WITH
RESPECT TO FERC ORDERS**

- ☐ Affects PG&E Corporation
☒ Affects Pacific Gas and Electric Company
☐ Affects both Debtors

Hearing:

Date: June 26, 2019
Time: 9:30 a.m. (PDT)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Objection Deadline: June 21, 2019
4:00 p.m. (PDT)

Topaz Solar Farms LLC ("Topaz"), a party in interest in the above-captioned cases, hereby joins (the "Joinder") in the *Motion for Limited Relief from Stay to Participate in Appellate Proceedings with Respect to FERC Orders* [Docket No. 2400] (the "Motion") of NextEra Energy, Inc. and NextEra Energy Partners, L.P. (collectively, "NextEra") (i) to permit Topaz to (a) seek leave from the applicable circuit court of appeals to intervene in any appeal of the FERC Orders (as defined in the Motion); (b) to the extent permitted by the applicable circuit court of appeals, participate in and

1 prosecute to conclusion any appeal of the FERC Orders; (c) seek or oppose any request for rehearing,
2 rehearing en banc, petition for writ of certiorari; (d) participate in the briefing and argument relating
3 to any and all the foregoing; and (e) participate in any proceedings on remand of the FERC Orders;
4 and (ii) to generally allow all courts and administrative agencies with jurisdiction over the appeal or
5 remand to enter final orders relating thereto.¹ The catalyst for the Motion (and this Joinder) is the
6 Debtors' *Motion of the Utility for Limited Relief From the Automatic Stay to Appeal Certain Matters*
7 *Pending Before the Federal Energy Regulatory Commission* [Docket No. 2359] (the "PG&E Stay
8 Motion"), seeking relief from the stay to allow the Debtors to pursue appellate relief from the FERC
9 Orders, without granting the other parties in interest parallel relief from the stay to respond to the
10 Debtors' requests for such relief.

11 In support hereof, Topaz respectfully represents as follows:

12 **JOINDER**

13 By its Motion, NextEra seeks narrowly-tailored relief to permit it to participate in the
14 Debtors' anticipated appeal of the FERC Orders to the extent authorized by the applicable appellate
15 court. For the same reasons as those set forth in the Motion, Topaz merits the same relief. As an
16 intervenor in the FERC Proceedings, Topaz has a substantial interest in the subject matter of the
17 FERC Proceedings and a direct stake in any appeal of the FERC Orders. It would be fundamentally
18 unfair to allow the Debtors to appeal the FERC Orders without affording Topaz an opportunity to
19 defend its interests in connection with any such appeal.

20 **CONCLUSION**

21 Accordingly, Topaz respectfully requests that any order modifying the automatic stay as
22 requested in the Motion and PG&E's Stay Motion also modify the automatic stay as to Topaz to
23 permit Topaz to participate in any appeal from the FERC Orders.

24 **NOTICE**

25 Notice of this Joinder will be provided to (i) the Office of the U.S. Trustee for Region 17
26 (Attn: Anthony R. Vara, Esq. and Timothy Laffredi, Esq.); (ii) counsel to the Debtors; (iii) counsel to
27 _____

28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them
in the Motion.

1 the Creditors Committee; (iv) counsel to the Tort Claimants Committee; (v) the Securities and
2 Exchange Commission; (vi) the Internal Revenue Service; (vii) the Office of the California Attorney
3 General; (viii) the California Public Utilities Commission; (ix) the Nuclear Regulatory Commission;
4 (x) the Federal Energy Regulatory Commission; (xi) the Office of the United States Attorney for the
5 Northern District of California; (xii) counsel for the agent under the Debtors' debtor-in-possession
6 financing facility; (xiii) counsel to the PPA Counterparties; and (xiv) those persons who have
7 formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002.
8 Topaz respectfully submits that no further notice is required.

9
10 Dated: June 19, 2019

11 /s/ Jeffrey C. Krause
12 Jeffrey C. Krause
13 GIBSON, DUNN & CRUTCHER LLP
Attorneys for Topaz Solar Farms LLC

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